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Morristown, NJ 07962-1981

FEDERAL BAR NO. SM 1169

Attorneys for Plaintiff  
Morton International, Inc.

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MORTON INTERNATIONAL, INC.,

Plaintiff,

vs.

A.E. STALEY MANUFACTURING CO.,  
et al.,

Defendants.

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VELSICOL CHEMICAL CORPORATION,  
et al.,

Plaintiffs,

vs.

A.E. STALEY MANUFACTURING CO.,  
et al.,

Defendants.

: UNITED STATES DISTRICT COURT  
: DISTRICT OF NEW JERSEY

: Civil Action No. 96-3609 (NHP)

: Hon. Nicholas H. Politan

: UNITED STATES DISTRICT COURT  
: DISTRICT OF NEW JERSEY

: Civil Action No. 96-3610 (NHP)

: Hon. Nicholas H. Politan

: **PLAINTIFF**  
: **MORTON INTERNATIONAL, INC.'S**  
: **FIRST AMENDED COMPLAINT**

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Now comes Plaintiff Morton International, Inc. ("Morton") and states as follows for its  
Complaint against the Defendants herein:

**NATURE OF ACTION**

1. This is a civil action for declaratory and equitable relief, injunctive relief, monetary damages, and response costs incurred and to be incurred by Morton in response to environmental conditions at the Ventron/Velsicol Site (the "Site") and/or the Berry's Creek Area in Bergen County, New Jersey, as defined herein, under the authority of: (i) the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended ("CERCLA"), 42 U.S.C. §9601 et seq.; (ii) the Resource Conservation and Recovery Act of 1976, as amended



("RCRA"), 42 U.S.C. §§6901 et seq.; (iii) the New Jersey Spill Compensation and Control Act ("Spill Act"), N.J.S.A. 58:10-23.11 et seq.; (iv) the Federal Declaratory Judgment Act, 28 U.S.C. §2201 et seq.; and (v) principles of common law.

### **JURISDICTION AND VENUE**

2. This Court has jurisdiction over this action pursuant to: 28 U.S.C. §1331, 1367, 2201, and 2202; Sections 107 and 113 of CERCLA, 42 U.S.C. §§9607 and 9613; and Section 7002(a) of RCRA, 42 U.S.C. §6972(a).

3. This Court has pendent and ancillary jurisdiction over Morton's claims arising under state statutory and federal and state common law.

4. Venue is proper in this District pursuant to 28 U.S.C. §1391(b), Sections 107 and 113 of CERCLA, 42 U.S.C. §§9607 and 9613, and Section 7002(a) of RCRA, 42 U.S.C. §6972(a), because the disposal and/or release of solid and/or hazardous wastes and/or substances and/or imminent and substantial endangerment that gives rise to these claims occurred and/or is occurring in this District, because the real property that is the subject of this action is located within this District, and because a substantial part of the events or omissions giving rise to these claims occurred within this District.

### **PARTIES**

5. Morton is an Indiana corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 100 North Riverside Plaza, Chicago, Illinois 60606-1596. Morton is for purposes of this action the successor-in-interest to Ventron Corporation, a Massachusetts corporation.

6. Defendant A.E. Staley Manufacturing Company ("A.E. Staley") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 2200 E. Eldorado Street, Decatur, Illinois 62525.

7. Defendant Allied Signal Corporation (f/k/a Allied Chemical Corporation) ("Allied") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at Columbia Road and Park Avenue, Morristown, New Jersey 07960.



8. Defendant Aluminum Company of America ("ALCOA") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 1501 Alcoa Building, Pittsburgh, Pennsylvania 15219.

9. Defendant American Cyanamid Company ("Cyanamid") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at One Cyanamid Plaza, Wayne, New Jersey 07470.

10. Defendant Armstrong World Industries, Inc. ("Armstrong") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 313 West Liberty Street, Lancaster, Pennsylvania 17604.

11. Defendant Arsynco, Inc. ("Arsynco") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 13th Street, Carlstadt, New Jersey 07072.

12. Defendant Bailey Controls Co. (f/k/a Bailey Meter Company) a division of Eltag Bailey Inc. ("Bailey") did or does conduct business in the State of New Jersey and has a principal place of business at 29801 Euclid Avenue, Wickliffe, Ohio 44092.

13. Defendant Beazer East, Inc. (f/k/a Koppers Co., Inc.) ("Beazer") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 436 Seventh Avenue, Pittsburgh, Pennsylvania 15219.

14. Defendant Becton-Dickinson and Company ("Becton") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at One Becton Drive, Franklin Lakes, New Jersey 07417-1880.

15. Defendant Belfort Instrument Company ("Belfort") did or does conduct business in the State of New Jersey and has a principal place of business at 727 S. Wolfe Street, Baltimore, Maryland 21231.

16. Defendant Belmont Metals, Inc. (f/k/a Belmont Smelting & Refining Works, Inc.) ("Belmont") did or does conduct business in the State of New Jersey and has a principal place of business at 330 Belmont Avenue, Brooklyn, New York 11207.



17. Defendant The BOC Group, Inc. (f/k/a Airco Industrial Gases and/or Airco, Inc.) ("BOC") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 675 Mountain Avenue, Murray Hill, New Jersey 07974.

18. Defendant Canadian Gypsum Company, Ltd. ("CGC") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 256 Rochester, Winnipeg, MB R3T 3W2.

19. Defendant Canrad, Inc. ("Canrad") did or does conduct business in the State of New Jersey and has a principal place of business at c/o Canrad Precision Industries, Inc., 100 Chestnut Street, Newark, New Jersey 07105.

20. Defendant Ciba-Geigy Corporation (f/k/a Toms River Chemical Corp.) ("Ciba-Geigy") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 520 White Plains Road, Tarrytown, New York.

21. Defendant Columbia University ("Columbia") is an educational institution in the State of New York which is authorized to conduct business in the State of New Jersey and has a principal place of business at 202 Low Library, West 116th Street, New York, New York 10027.

22. Defendant The Connecticut Light and Power Company (f/k/a Hartford Electric Light Company) ("CL&P") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 107 Selden Street, Berlin, Connecticut 06037.

23. Defendant Conopco, Inc. (Chesebrough-Pond's USA Co. Division) ("Conopco") did or does conduct business in the State of New Jersey and has a principal place of business at 33 Benedict Plaza, Box 6000, Greenwich, Connecticut 06836.

24. Defendant Cooper Industries ("Cooper") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 600 Travis Street, Houston, Texas 77002. Cooper is the parent company and successor-in-interest to Defendant Crouse-Hinds Airport Lighting Products (f/k/a Crouse-Hinds Sepco) and Defendant Wagner Electric Company.

25. Defendant Cosan Chemical Corporation ("Cosan") is a corporation authorized to



conduct business in the State of New Jersey and has a principal place of business at 400 14th Street, Carlstadt, New Jersey 07072.

26. Defendant Crouse-Hinds Airport Lighting Products (f/k/a Crouse-Hinds Sepco) ("Crouse") did or does conduct business in the State of New Jersey and has a principal place of business at 1200 Kennedy Road, Windsor, Connecticut 06095.

27. Defendant Curtiss-Wright Corporation ("Curtiss-Wright") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 1200 Wall Street West, Lyndhurst, New Jersey 07071.

28. Defendant Day & Baldwin (a/k/a C-P Pharmaceuticals) ("C-P") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 390 Park Avenue, New York, New York 10022.

29. Defendant D.F. Goldsmith Chemical & Metal Corporation ("Goldsmith") did or does conduct business in the State of New Jersey and has a principal place of business at 909 Pitner Avenue, Evanston, Illinois 60602.

30. Defendant Duracell, Inc. (successor to Mallory Battery Company, Inc.) ("Duracell") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at Berkshire Industrial Bank, Bethel, Connecticut 06501.

31. Defendant E.I. DuPont de Nemours & Co., Inc. ("DuPont") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 1007 Market Street, Wilmington, Delaware 19898.

32. Defendant Eastern Smelting & Refining Corporation ("Eastern") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 37-39 Bubier Street, Lynn, Massachusetts 01901-1794.

33. Defendant EM Sector Holdings, Inc. (f/k/a Universal Oil Products Company) ("EM") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 101 Columbia Road, Morristown, New Jersey 07962.

34. Defendant Englehard Minerals and Chemicals Corporation ("Englehard") is a



corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 101 Wood Avenue, Iselin, New Jersey.

35. Defendant Exxon Company, U.S.A. ("Exxon") is a New Jersey corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 225 East John W. Carpenter Parkway, Irving, Texas 10537.

36. Defendant Federal Aviation Administration ("FAA") is an agency of the United States of America which did or does conduct business in the State of New Jersey and has a principal place of business at 800 Independence Avenue, S.W., Washington, D.C. 20591.

37. Defendant Fluorescent Products, Inc. (f/k/a Dura Electric Lamp Co., Inc.) ("Dura") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 62 E. Bigelow Street, Newark, New Jersey 07114.

38. Defendant Garfield Baring Corporation (d/b/a Garfield Refining Company, Inc.) ("Garfield") is a corporation authorized to conduct business in the State of New Jersey and has a Registered Agent at c/o Edward J. Bakes, 1305 Atlantic Avenue, Atlantic City, New Jersey 08401.

39. Defendant General Color Co., Inc. ("General Color") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 24 B Avenue, Newark, New Jersey 07114-2652.

40. Defendant General Electric Company ("G.E.") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at P.O. Box 2216, Schenectady, New York 12301.

41. Defendant General Signal Corporation ("General Signal") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at One High Ridge Park, Stamford, Connecticut 06904.

42. Defendant GTE Operations Support Incorporated (f/k/a Sylvania and GTE) ("GTE") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at One Stamford Forum, Stamford, Connecticut 06901.

43. Defendant Henkel Corporation ("Henkel") is a corporation authorized to conduct



business in the State of New Jersey and has a principal place of business at 2200 Renaissance Boulevard, Suite 200, (Gulph Mills), King of Prussia, Pennsylvania 19406.

44. Defendant Hoffman-La Roche, Inc. ("Hoffman-La Roche") is a New Jersey corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 340 Kingsland Street, Nutley, New Jersey 07110.

45. Defendant Inmar Associates, Inc. (f/k/a Inmar Realty, Inc. and Sparrow Realty, Inc.) ("Inmar") is a Delaware corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 1703 East Second Street, Scotch Plains, New Jersey 07076. Inmar is the successor-in-interest to Inmar Realty, Inc. and Sparrow Realty, Inc.

46. Defendant International Nickel, Inc. ("Nickel") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at Park 80 West-Plaza Two, Saddle Brook, New Jersey 07662.

47. Defendant J.M. Ney Company ("Ney") did or does conduct business in the State of New Jersey and has a principal place of business at Ney Industrial Park, Bloomfield, Connecticut 06002.

48. Defendant Jersey City Management, Inc. (f/k/a Northeast Chemical Co.) ("Northeast") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 50 Journal Square, Jersey City, New Jersey 07306.

49. Defendant KEM Chemical Corp. ("KEM") did or does conduct business in the State of New Jersey and has a principal place of business at 545 S. Fulton Avenue, Mount Vernon, New York 10550-5099.

50. Defendant Magnesium Elektron, Inc. ("Magnesium"), is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 500 Point Breeze Road, Flemington, New Jersey 08822. Magnesium is the successor-in-interest to Melberk (a joint venture between Magnesium Elektron, Inc. and F. W. Berk & Company, Inc.)

51. Defendant Marvin H. Mahan ("Mahan") is a natural person who did or does conduct business in the State of New Jersey and resides at 2250 Windsor Way, Scotch Plains,



New Jersey 07076. Defendant Mahan is or was the Chairman of the Board, President, and upon information and belief, the largest shareholder of Defendant Inmar at all times relevant to this complaint. Defendant Mahan also was President of Inmar Realty, Inc., President of Sparrow Realty, Inc., President of Scientific Chemical Treatment Co., Inc., an officer of Scientific, Inc. and a shareholder of Defendant Transtech Industries, Inc.

52. Defendant Marisol, Inc. ("Marisol") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 125 Factory Lane, Middlesex, New Jersey 08846.

53. Defendant Merck & Co., Inc. ("Merck") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at One Merck Drive, Whitehouse Station, New Jersey 08889-0100.

54. Defendant Mercury Instruments, Inc. ("Mercury") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 3940 Virginia Avenue, Cincinnati, Ohio 45227.

55. Defendant Minnesota Mining and Manufacturing Company ("3M") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 3M Center, St. Paul, Minnesota 55144.

56. Defendant Mobil Oil Corporation ("Mobil") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 150 East 42nd Street, New York, New York 10017.

57. Defendant Mount Union College is an educational institution in the State of Ohio which did or does conduct business in the State of New Jersey and has a principal place of business at 1972 Clark Avenue, Alliance, Ohio 44601-3993.

58. Defendant The M.W. Kellogg Company ("Kellogg") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 601 Jefferson Avenue, Houston, Texas 77002.

59. Defendant NL Industries, Inc. (f/k/a National Lead Company (Goldsmith Brothers



Division)) ("National Lead") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 16825 Northchase Drive, Suite 1200, Houston, Texas 77060.

60. Defendant Nepera, Inc. ("Nepera") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at Route 17, Harriman, New York 10926.

61. Defendant New England Laminates Company, Inc. ("NELCO") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at Elm Street, Waldon, New York 12586.

62. Defendant New Jersey Institute of Technology (f/k/a Newark College of Engineering) ("NJIT") is an educational institution in the State of New Jersey which did or does conduct business in the State of New Jersey and has a principal place of business at University Heights, Martin Luther King Boulevard, Newark, New Jersey 07102-1982.

63. Defendant New York City Transit Authority ("NYCTA") did or does conduct business in the State of New Jersey and has a principal place of business at New York Transit Authority, 130 Livingston Street, Brooklyn, New York 11201.

64. Defendant Occidental Chemical Corporation (f/k/a Diamond Shamrock Chemical Co. and/or Diamond Shamrock Corporation) ("Occidental") is a New York corporation authorized to conduct business in the State of New Jersey and has a principal place of business at Occidental Tower 5005, LBJ Freeway, Dallas, Texas 75244. Occidental is the successor-in-interest to Diamond Shamrock Chemical Co. and/or Diamond Shamrock Corporation.

65. Defendant Olin Corporation (f/k/a Olin Mathieson Chemical Corporation) ("Olin") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 120 Long Ridge Road, Stamford, Connecticut 06904.

66. Defendant Pease & Curren, Inc. ("Pease & Curren") did or does conduct business in the State of New Jersey and has a principal place of business at 75 Pennsylvania Avenue, Warwick, Rhode Island 02888.



67. Defendant Pfizer, Inc. ("Pfizer") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 235 East 42nd Street, New York, New York 10017.

68. Defendant Prime Source Corporation (f/k/a Phillips & Jacobs, Inc.) ("Phillips & Jacobs") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 355 Treck Drive, Seattle, Washington 98188.

69. Defendant Public Service Electric & Gas ("PSE&G") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 80 Park Plaza, Newark, New Jersey 07101.

70. Defendant PSG Industries, Inc. (f/k/a/ Philadelphia Scientific Glass, Inc.) ("PSG") did or does conduct business in the State of New Jersey and has a principal place of business at 1225 Tunnel Road, Perkasi, Pennsylvania 18944.

71. Defendant Pure Lab Company of America ("Pure") did or does conduct business in the State of New Jersey and has a principal place of business at 291 Washington Street, Westwood, Massachusetts 02090.

72. Defendant Randolph Products Company ("Randolph") is a New Jersey corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 701 12th Street, Carlstadt, New Jersey 07072.

73. Defendant Rayovac Corporation ("Rayovac") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 601 Rayovac Drive, Madison, Wisconsin 53711-2497.

74. Defendant Redland Minerals Limited, previously known as F.W. Berk & Company, Limited, is a corporation organized and incorporated under the laws of England which did or does conduct business in the State of New Jersey and has a principal place of business at Redland House, Reigate, Surrey, England (U.K.) RH2 0SJ. As set out below, F.W. Berk & Company, Limited owned and controlled F.W. Berk & Company, Inc. and Carlstadt Development and Trading Co., both of which were organized and incorporated under the laws of the State of



Maryland and both of which maintained offices and were authorized to conduct business in the State of New Jersey.

75. Defendant Rhône-Poulenc, Inc. (f/k/a Guard Chemical Company) ("RPI") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 231 Black Horse Lane, Monmouth Junction, New Jersey 08852.

76. Defendant Royce Associates (f/k/a Royce Chemical) ("Royce") is a Limited Partnership authorized to conduct business in the State of New Jersey and has a principal place of business at 35 Carlton Avenue, East Rutherford, New Jersey 07073.

77. Defendant Rutgers, The State University of New Jersey ("Rutgers") is an educational institution in the State of New Jersey which conducts business in the State of New Jersey and has a principal place of business at 7 College Avenue, New Brunswick, New Jersey 08901-1258.

78. Defendant Scientific Chemical Processing, Inc. ("SCP") is a New Jersey corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 18 Glen Road, Rutherford, New Jersey and a place of business at 216 Paterson Plank Road, Carlstadt, New Jersey 07070.

79. Defendant Seaforth Mineral & Ore Co. ("Seaforth") did or does conduct business in the State of New Jersey and has a principal place of business at 3690 Orange Place, Suite 495, Cleveland, Ohio 44122.

80. Defendant State University of New York at Buffalo (S.U.N.Y.A.B.) ("S.U.N.Y.") is an educational institution in the State of New York which did or does conduct business in the State of New Jersey and has a principal place of business at 1400 Washington Avenue, Albany, New York 12222.

81. Defendant Tennessee Gas Pipeline Company (f/k/a Tenneco, Inc.) ("Tenneco") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 1010 Milam Street, Houston, Texas 77002.

82. Defendant Transtech Industries, Inc. (f/k/a Scientific Chemical Treatment



Company, Inc. and Scientific, Inc.) ("Transtech") is a Delaware corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 1703 East Second Street, Scotch Plains, New Jersey 07075. Transtech is the successor-in-interest to Scientific Chemical Treatment Company, Inc. and Scientific, Inc.

83. Defendant Uehling Instrument Company ("Uehling") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 473 Getty Avenue, Paterson, New Jersey 07503.

84. Defendant Union Carbide Corporation ("Union Carbide") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 30 Old Ridgebury Road, Danbury, Connecticut 06817.

85. Defendant University of Illinois is an educational institution in the State of Illinois which did or does conduct business in the State of New Jersey and has a principal place of business at 506 South Wright Street, Urbana, Illinois 61801.

86. Defendant University of Minnesota is an educational institution in the State of Minnesota which did or does conduct business in the State of New Jersey with a principal place of business at 100 Church Street South East, Minneapolis, Minnesota 55455.

87. Defendant Var-Lac-Oid Chemical Company, Inc. ("Var-Lac-Oid") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 13 Foster Street, P.O. Box 181, Bergenfield, New Jersey 07621.

88. Defendant W.A. Baum Co., Inc. ("Baum") did or does conduct business in the State of New Jersey and has a principal place of business at 620 Oak Street, Copiague, New York 11726.

89. Defendant Wagner Electric Company ("Wagner") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at R.D. 2 - Box 280A, Pleasant Valley Road, Old Bridge, New Jersey 08857.

90. Defendant Western Michigan University ("WMU") is an educational institution in the State of Michigan which did or does conduct business in the State of New Jersey and has a



principal place of business at 260 Walwood Hall, Kalamazoo, Michigan 49008.

91. Defendant Westinghouse Electric Corporation ("Westinghouse") is a corporation authorized to conduct business in the State of New Jersey and has a principal place of business at 11 Stanwix Street, Pittsburgh, Pennsylvania 15222.

92. Defendants John Doe 1-100 are as yet unidentified individuals, corporations, partnerships, associations, joint ventures, and/or other persons.

### GENERAL ALLEGATIONS

#### (Site History)

93. The "Site" refers to the following tract of real property located within the Berry's Creek Area, on which the operations of F.W. Berk & Company, Inc. and Wood Ridge Chemical Corporation were conducted:

An approximately 40-acre parcel located in Bergen County, New Jersey in the Boroughs of Wood Ridge and Carlstadt on the western bank of Berry's Creek within the Hackensack Meadowlands. The approximately 40-acre tract is comprised of the following Block/Lots: Block 229, Lot 10A, Borough of Wood Ridge (approximately 4 1/2 acres); Block 229, Lot 10B, Borough of Wood Ridge (approximately 2 1/2 acres); and Block 229, Lot 8, Borough of Wood Ridge; and Block 146, Lot 3, Borough of Carlstadt (approximately 33 acres).

94. The "Berry's Creek Area" refers to the following region:

The Site as well as the adjacent Berry's Creek and the contiguous tidal wetlands. The north and south boundaries, respectively, of the Berry's Creek Area are defined as the creek from its headwaters just below Teterboro Airport (Moonachie Road) down to the Hackensack River.

95. F.W. Berk & Company, Inc. ("Berk US") and Carlstadt Development & Trading Co. ("CD&T") both were incorporated under the laws of the State of Maryland on or about April 13, 1929.

96. From 1929 through 1943, Berk US leased the Site from CD&T and conducted mercury processing and other operations at a manufacturing facility there (the "Plant"), which operations resulted in the handling, storage, treatment, transportation, disposal and/or release of solid and/or hazardous wastes and/or substances at, into, from, and/or around the Site and the



Berry's Creek Area.

97. In 1943, title to the Site was transferred from CD&T to Berk US, CD&T was dissolved, and Berk US continued to operate the Plant, which operations continued to result in the handling, storage, treatment, transportation, disposal, and/or release of solid and/or hazardous wastes and/or substances at, into, from, and/or around the Site and the Berry's Creek Area.

98. During the 1950s, Magnesium and Berk US formed a joint venture and leased a portion of the Site under the name "Melberk." Melberk conducted manufacturing operations on the Site, which operations resulted in the handling, storage, treatment, transportation, disposal, and/or release of solid and/or hazardous wastes and/or substances at, into, from, and/or around the Site and/or the Berry's Creek Area.

99. At all relevant times, F.W. Berk & Company, Limited ("Berk UK") owned and wholly controlled the corporate actions and activities of Berk US and CD&T to such an extent that Berk US and CD&T were alter egos of Berk UK, and to the extent that the mind and will of Berk US and CD&T were not independent of, but were identical with, the mind and will of Berk UK. Berk UK's control over Berk US and CD&T and its involvement in ongoing operations of the Plant, including, but not limited to, supervising the construction of the Plant, transferring technical knowledge and confidential production processes to Berk US for use at the Plant, supervising operations at the Plant through regular visits and written and verbal communications, maintaining overlapping corporate officers and/or directors among Berk UK and Berk US, assigning Berk UK personnel to work at the Plant, purchasing and/or funding the purchase of raw materials for the Plant, and participating in the hiring and firing of Berk US employees, were pervasive and affected all aspects of the business and operations of Berk US and CD&T, including the handling, storage, treatment, transportation, disposal, and/or release of solid and/or hazardous wastes and/or substances at, into, from and/or around the Site and/or the Berry's Creek Area. Accordingly, Berk UK was an owner and/or operator of the Site from 1929 through 1956 that purposely availed itself of the privilege of conducting business in the State of New Jersey and is responsible for all of the activities of Berk US and CD&T at the Site during such period of



time, including any and all handling, storage, treatment, transportation, disposal, and/or releases of solid and/or hazardous wastes and/or substances at, into, from, and/or around the Site and/or the Berry's Creek Area.

100. In 1956, Berk UK sold its interest in Berk US to George W. Taylor. In 1960, Wood Ridge Chemical Corporation, a wholly-owned subsidiary of Velsicol Chemical Corporation ("Velsicol"), purchased the Site. Thereafter, Berk US was dissolved.

101. On or about January 3, 1966, Berk UK changed its name to Berk Limited. Thereafter, its name was changed to Steetley Chemicals Limited (March 28, 1977), Steetley Berk Limited (December 31, 1986), Steetley Minerals Limited (April 20, 1988) and, finally, to Redland Minerals Limited (November 1, 1993). For the entire period from 1891 to the present time, the registered number of the corporation as shown on the English Companies Register has remained the same: 34597. Redland Minerals Limited ("Redland") is, therefore, Berk UK.

102. From 1960 until 1968, Wood Ridge Chemical Corporation owned the Site and operated the Plant on the approximately seven acres of the Site defined as Block 229, Lots 10A and 10B, in the Boroughs of Wood-Ridge and Carlstadt. In 1967, Wood Ridge Chemical Corporation declared a land dividend to Velsicol of approximately 33 acres within the Site defined as Block 229, Lot 8 and Block 146, Lot 3. In 1986, Block 229, Lot 8 and Block 146, Lot 3 were conveyed to NWI Land Management. In 1968, Velsicol sold all of the stock of Wood Ridge Chemical Corporation to Ventron Corporation ("Ventron").

103. From 1968 until 1974, Ventron, a predecessor-in-interest to Morton, owned the approximately 7-acre portion of the Site identified as Block 229, Lots 10A and 10B, in the Borough of Wood Ridge, and Wood Ridge Chemical Corporation, a wholly-owned subsidiary of Ventron, continued to operate the Plant.

104. Defendants A.E. Staley, ALCOA, Allied, Cyanamid, Bailey, Beazer, Becton, Belfort, Belmont, BOC, Canrad, CGC, Ciba-Geigy, Columbia, CL&P, Conopco, Cooper, Cosan, Crouse, Curtiss-Wright, C-P, Goldsmith, Dura, Duracell, DuPont, Eastern, Englehard, FAA, Garfield, General Color, G.E., General Signal, GTE, Henkel, Hoffman-La Roche, Nickel, Ney,



KEM. Kellogg, Magnesium, Merck, Mercury, Mount Union College, National Lead, NJIT, NYCTA, Northeast, Occidental, Olin, Pease & Curren, Pfizer, Phillips & Jacobs, PSE&G, PSG, Pure, Rayovac, Redland, RPI, Randolph, Royce, Rutgers, Seaforth, S.U.N.Y., Tenneco, Uehling, Union Carbide, University of Illinois, University of Minnesota, Var-Lac-Oid, Baum, Wagner, WMU, and Westinghouse (hereinafter referred to as the "Site Defendants") at all times relevant hereto generated, owned and/or possessed solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances and by contract, agreement, or otherwise arranged with former owners or operators of the Plant located on the Site, for the handling, storage, treatment, transportation, and/or disposal of such solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances at the Site from which such solid and/or hazardous wastes and/or substances have been and/or are continuing to be disposed and/or released at, into, from, and/or around the Site and/or the Berry's Creek Area.

**(SCP Carlstadt Site History)**

105. The SCP Carlstadt Site consists of approximately 5.9 acres of land abutting Peach Island Creek and having a street address of 216 Paterson Plank Road, in the Borough of Carlstadt, Bergen County, New Jersey, more specifically identified as Block 124, Lots 1, 2, 3, 4 and 5 on the official tax map of the Borough of Carlstadt, New Jersey. At all times relevant hereto, the SCP Carlstadt Site was operated as a facility for the receipt, delivery, handling, storage, transportation, treatment, processing, resale, and/or disposal of solid and/or hazardous wastes and/or substances.

106. On or about November 29, 1969, Sparrow Realty, Inc. ("Sparrow") bought Lots 1 and 5 of the SCP Carlstadt Site and remained the record owner of Lots 1 and 5 through 1969.

107. On or about February 23, 1967, Sparrow purchased and became the record owner of Lots 3 and 4 of the SCP Carlstadt Site.

108. On or about February 28, 1969, Sparrow merged with and became known as Inmar Realty, Inc. ("Inmar Realty") at which time Inmar Realty became the record owner of Lots 1, 3,



4, and 5 of the SCP Carlstadt Site.

109. On or about December 30, 1976, Defendant Inmar became the record owner of Lots 1, 3, 4, and 5 of the SCP Carlstadt Site when Inmar Realty changed its name to Inmar Associates, Inc.

110. On or about September 20, 1977, Defendant Inmar purchased and became the record owner of Lot 2 of the SCP Carlstadt Site.

111. From 1977 continuing through the present, Defendant Inmar is and was the owner of Lots 1 through 5, inclusive, of the SCP Carlstadt Site.

112. From a date not yet ascertained by Morton and continuing through 1970, Scientific Chemical Treatment Company, Inc. and/or its successors-in-interest Scientific, Inc. and/or Defendant Transtech, and/or Defendant Mahan operated a facility at the SCP Carlstadt Site for the receipt, delivery, handling, storage, transportation, treatment, processing, resale, and/or disposal of solid and/or hazardous wastes and/or substances.

113. From approximately 1970 continuing through 1980, and at other times not yet ascertained by Morton, Defendant Inmar and/or its predecessors-in-interest Inmar Realty and/or Sparrow leased the SCP Carlstadt Site or portions thereof to Defendant SCP.

114. Beginning on or about 1970 and continuing until at least 1980, Defendant SCP operated a facility at the SCP Carlstadt Site for the receipt, delivery, handling, storage, transportation, treatment, processing, resale, and/or disposal of solid and/or hazardous wastes and/or substances.

115. Defendants Cyanamid, Armstrong, Ciba-Geigy, Occidental, Englehard, G.E., Duracell, Olin, Westinghouse, Tenneco, ALCOA, Exxon, Randolph, Allied, DuPont, Pfizer, Merck, Marisol, Mobil, 3M, NELCO, Hoffman-LaRoche, Nepera, and Union Carbide (hereinafter referred to as the "SCP Generator Defendants,") at all times relevant hereto generated, owned and/or possessed solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances and by contract, agreement, or otherwise arranged for the handling, storage, treatment, transportation, and/or disposal of such solid and/or hazardous



wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances at the SCP Carlstadt Site from which such solid and/or hazardous wastes and/or substances have been and/or are continuing to be disposed and/or released at, into, and/or around the Site and/or the Berry's Creek Area.

116. Defendants Transtech, Inmar, SCP, and Mahan (hereinafter referred to as the "SCP Owner/Operator Defendants,") are and/or were at all times relevant hereto the owners and/or operators of the SCP Carlstadt Site at the time solid and/or hazardous wastes and/or substances were generated, handled, treated, stored, transported, and/or disposed at the Carlstadt Site which have resulted and/or continue to result in the disposal and/or release and/or threatened release of solid and/or hazardous wastes and/or substances at, into, and/or around the Site and/or the Berry's Creek Area.

117. At all times relevant hereto, solid and/or hazardous wastes and/or substances have been and/or are continuing to be disposed and/or released from the SCP Carlstadt Site at, into, and/or around the Berry's Creek Area and/or the Site.

**(Contributing Sites)**

118. At all times relevant hereto, solid and/or hazardous wastes and/or substances have been and/or are continuing to be disposed and/or released at, into, and/or around the Site and/or the Berry's Creek Area from properties and/or facilities located near, adjacent to, upgradient from, and/or otherwise hydrogeologically-connected to the Site and/or the Berry's Creek Area (hereinafter referred to as the "Contributing Sites").

119. Defendants Allied, Occidental, Henkel, Randolph, Arsynco, Cosan, and EM (hereinafter referred to as the "Direct Discharge Defendants") at all times relevant to this Complaint: (i) are or were the owners and/or operators of one or more Contributing Sites at which solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances have been generated, handled, treated, stored, transported, and/or disposed and from which such solid and/or hazardous wastes and/or substances have been and/or are continuing to be disposed and/or released at, into, or around the Site and/or the Berry's Creek



Area; and/or (ii) generated, owned, and/or possessed solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances and by contract, agreement, or otherwise arranged for the handling, transportation, storage, treatment, and/or disposal of such solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances at the Contributing Sites from which such solid and/or hazardous wastes and/or substances have been and/or are continuing to be disposed and/or released at, into, and/or around the Site and/or the Berry's Creek Area.

**(Other Defendants)**

120. Defendants John Doe 1-100 are as yet unidentified individuals, corporations, partnerships, associates, joint ventures, and/or other persons who: (i) owned, operated, and/or participated in the ownership and/or operation of the Site, the SCP Carlstadt Site, and/or one or more Contributing Sites; (ii) owned the stock of Berk US and/or of the corporate parents of Berk US, and so dominated, controlled, and/or participated in Berk US's activities as to be Berk US's alter ego; (iii) by contract, agreement, or otherwise directly or indirectly assumed and/or succeeded to liabilities and/or other obligations of Berk US and/or Berk UK; (iv) by contract, agreement, or otherwise arranged for the handling, storage, disposal, and/or treatment, and/or arranged with a transporter for transport for handling, storage, disposal, and/or treatment of solid and/or hazardous wastes and/or substances and/or materials containing solid and/or hazardous wastes and/or substances owned and/or possessed by such persons which are or were disposed and/or released and/or threatened to be released at, into, from, and/or around the Site and/or Berry's Creek Area; and/or (v) accepted any solid and/or hazardous wastes and/or substances for transport for handling, storage, disposal, and/or treatment at one or more facilities from which there is or was a disposal, release, and/or threatened release of solid and/or hazardous wastes and/or substances at, into, or around the Site and/or the Berry's Creek Area.

**(Response Activities)**

121. Morton has incurred and will continue to incur costs and expenses, including costs to perform a Remedial Investigation and Feasibility Study ("RI/FS") at the Site and the Berry's



Creek Area in conjunction with the State of New Jersey's Department of Environmental Protection, in order to investigate and address environmental conditions, including contamination by solid and/or hazardous wastes and/or substances, at the Site and the Berry's Creek Area.

**FIRST COUNT**

**(CERCLA)**

122. Morton incorporates the allegations contained in Paragraphs 1 through 121 of its First Amended Complaint as if fully restated herein.

123. Morton and Defendants are each "persons" within the meaning of Section 101(21) of CERCLA, 42 U.S.C. §9601(21).

124. The Site and Berry's Creek Area are, and were at times relevant hereto, "facilities" within the meaning of Section 101(9) of CERCLA, 42 U.S.C. §9601(9).

125. At all times relevant hereto and at the time of disposal and/or release and/or threatened release at the Site and/or the Berry's Creek Area of one or more "hazardous substances," as that term is defined in Section 101(14) of CERCLA, 42 U.S.C. §9601(14), Redland, the Site Defendants, the SCP Generator Defendants, the Direct Discharge Defendants, and the John Doe 1-100 Defendants owned and/or possessed hazardous substances and/or materials containing hazardous substances and by contract, agreement, or otherwise arranged for the treatment and/or disposal of such hazardous substances and/or materials containing hazardous substances at the Site and/or Berry's Creek Area, and, therefore, are liable parties under Section 107(a)(3) of CERCLA, 42 U.S.C. §9607(a)(3).

126. At all times relevant hereto and at the time of disposal and/or release and/or threatened release at the Site and/or the Berry's Creek Area of one or more "hazardous substances," as that term is defined in Section 101(14) of CERCLA, 42 U.S.C. §9601(14), Redland, Magnesium, the SCP Owner/Operator Defendants, the Direct Discharge Defendants, and the John Doe 1-100 Defendants are and/or were at the time of disposal of hazardous substances, owners and/or operators of facilities from which there has been and/or continues to be a release and/or threatened release of hazardous substances to the Berry's Creek Area and/or Site and,



therefore, are liable parties under Section 107(a)(1) and/or (2) of CERCLA, 42 U.S.C. §9607(a)(1) and/or (2).

127. As a result of the actions of Defendants as referenced in Paragraphs 1 through 126 above, a "release" and/or "threatened release," as those terms are defined in Section 101(22) of CERCLA, 42 U.S.C. §9601(22), of hazardous substances has occurred, is continuing to occur, and at all relevant times hereto was occurring, at the Site and/or Berry's Creek Area.

128. Morton has incurred and will continue to incur costs to investigate and/or otherwise respond to the release and/or threatened release of hazardous substances at the Site and/or the Berry's Creek Area described above, within the meaning of Section 101(25) of CERCLA, 42 U.S.C. §9601(25).

129. Morton's actions taken in response to the release and/or threatened release of hazardous substances at the Site and/or the Berry's Creek Area and the costs incurred incident thereto were necessary and undertaken in a manner consistent with the National Contingency Plan, which is set forth at 40 C.F.R. Part 300.

130. Morton has satisfied any and all conditions precedent to the undertaking of response actions, the incurrence of response costs, and to the recovery of such costs from Defendants under CERCLA.

131. Under Section 107(a) of CERCLA, 42 U.S.C. §9607(a), each Defendant is strictly liable to Morton, jointly and severally, for all response costs, including costs and prejudgment interest, incurred and to be incurred by Morton in connection with the Site and the Berry's Creek Area.

132. Under Section 113(f) of CERCLA, 42 U.S.C. §9613(f), Morton is entitled to contribution from Defendants for Defendants' equitable share of all liability, response costs, and damages incurred and to be incurred by Morton in connection with the Site and Berry's Creek Area.



## SECOND COUNT

### (RCRA)

133. Morton incorporates the allegations contained in Paragraphs 1 through 132 of its First Amended Complaint as if fully restated herein.

134. Morton and Defendants are each "persons" within the meaning of Section 1004(15) of RCRA, 42 U.S.C. §6903(15).

135. Defendants are each past or present generators, past or present transporters, and/or past or present owners and/or operators of a treatment, storage, and/or disposal facility, who have contributed or who are contributing to the past or present handling, storage, treatment, transportation, and/or disposal of "solid waste" within the meaning of Section 1004(27) of RCRA, 42 U.S.C. §6903(27), and/or "hazardous waste" within the meaning of Section 1004(5) of RCRA, 42 U.S.C. §6903(5), at, into, from and/or around the Site and/or Berry's Creek Area.

136. The Supreme Court of New Jersey has held that the presence of environmental contamination by solid and/or hazardous waste at the Site and Berry's Creek Area may present a substantial and imminent threat to the environment, indicating that such contamination may present an imminent and substantial endangerment to health or the environment within the meaning of Section 7002(a)(1)(B) of RCRA, 42 U.S.C. §6972(a)(1)(B).

137. As a direct and proximate result of Defendants' acts and/or omissions contributing to the past or present handling, storage, treatment, transportation, and/or disposal of solid and/or hazardous waste which may present an imminent and substantial endangerment to health or the environment, Defendants are each liable for such endangerment under Section 7002(a)(1)(B) of RCRA, 42 U.S.C. §6972(a)(1)(B).

138. Morton has complied with the notice requirements set forth in Section 7002(b)(2) of RCRA, 42 U.S.C. §6972(b)(2), and at least ninety (90) days have passed between the date of such notice and the date of filing of this First Amended Complaint.

139. Morton has complied with all conditions precedent to bringing its claim against Defendants under Section 7002(a)(1)(B) of RCRA, 42 U.S.C. §6972(a)(1)(B), and no action has



been taken which could prevent the filing of this RCRA claim under Section 7002(b)(2) of RCRA, 42 U.S.C. §6972(b)(2).

140. Morton is entitled to an injunction against Defendants, ordering Defendants to undertake and/or pay for any and all investigations, studies, monitoring, response, removal, and remedial actions, and/or any other activities and/or actions necessary and/or required to respond to, abate, remediate, and/or otherwise address any environmental contamination at the Site and/or Berry's Creek Area which may present an imminent and substantial endangerment to health or the environment, and ordering Defendants to take all such other action as this Court may deem necessary, pursuant to Section 7002(a)(1)(B) of RCRA, 42 U.S.C. §6972(a)(1)(B).

### **THIRD COUNT**

#### **(Spill Act)**

141. Morton incorporates the allegations contained in Paragraphs 1 through 140 of its First Amended Complaint as if fully restated herein.

142. Defendants are each "persons" within the meaning of Section 58:10-23.11b of the New Jersey Spill Compensation and Control Act (the "Spill Act"), N.J.S.A. §58:10-23.11b.

143. As a result of the acts and/or omissions of Defendants referenced in Paragraphs 1 through 142 above, "hazardous substances," within the meaning of Section 58:10-23.11b of the Spill Act, N.J.S.A. §58:10-23.11b, have been discharged at, into, from and/or around the Site and/or Berry's Creek Area for which Defendants are responsible.

144. Because Defendants are responsible for the discharge of hazardous substances at, into, from, and/or around the Site and/or Berry's Creek Area, each Defendant is strictly liable, jointly and severally, to Morton for all clean-up and removal costs at the Site and/or the Berry's Creek Area, pursuant to Section 58:10-23.11g(c) of the Spill Act, N.J.S.A. §58:10-23.11g(c).

145. Because Morton has cleaned up and removed discharges of hazardous substances and/or will continue in the future to cleanup and remove discharges of hazardous substances at, into, from, and/or around the Site and/or the Berry's Creek Area for which Defendants are liable under Section 58:10-23.11g(c) of the Spill Act, N.J.S.A. §58:10-23.11g(c), Defendants are liable



in contribution to Morton pursuant to Section 58:10-23.11f of the Spill Act, N.J.S.A. §58:10-23.11f.

146. Morton has satisfied any and all conditions precedent to cleaning up and removing the discharge of hazardous substances at, into, from, and/or around the Site and/or the Berry's Creek Area, the incurrence of costs associated with such activities, and to the recovery of such costs from Defendants under the Spill Act.

#### **FOURTH COUNT**

##### **(Declaratory Judgment)**

147. Morton incorporates the allegations set forth in Paragraphs 1 through 146 of its First Amended Complaint as if fully restated herein.

148. An actual, substantial, and justiciable controversy exists between Defendants and Morton regarding their respective rights and obligations for the response costs and/or damages that have been and will be incurred in connection with the release and/or threatened release of hazardous substances at the Site and the Berry's Creek Area.

149. Morton seeks a declaratory judgment against Defendants under Section 113(g)(2) of CERCLA, 42 U.S.C. §9613(g)(2), and the Federal Declaratory Judgment Act, 28 U.S.C. §§2201, 2202, holding Defendants strictly liable, jointly and severally, for all and/or Defendants' equitable share of the response costs incurred and to be incurred by Morton at the Site and the Berry's Creek Area that will be binding in any subsequent action to recover further response costs or damages.

150. Pursuant to Section 113(g)(2) of CERCLA, 42 U.S.C. §9613(g)(2), and 28 U.S.C. §§2201, 2202, Morton is entitled to a declaration from this Court that Defendants are strictly liable, jointly and severally, to Morton for all and/or Defendants' equitable share of the response costs and damages incurred or to be incurred by Morton at the Site and the Berry's Creek Area.

#### **FIFTH COUNT**

##### **(Contribution)**

151. Morton incorporates the allegations contained in Paragraphs 1 through 150 of its



First Amended Complaint as if fully restated herein.

152. To the extent Morton has incurred damages and response costs and will continue to incur damages and response costs in the future in connection with the Site and/or the Berry's Creek Area, Defendants are liable, jointly and severally, to Morton for contribution pursuant to Morton's right of contribution arising under federal and state common law and applicable statutes.

**WHEREFORE**, Morton hereby demands that this Court:

- A. Enter a judgment against Defendants, pursuant to Section 107 of CERCLA, 42 U.S.C. §9607, that Defendants are strictly liable, jointly and severally, to Morton for all response costs and damages that Morton has incurred and will incur in connection with the release and/or threatened release of hazardous substances at, onto, or from the Site and the Berry's Creek Area in an amount according to the proof at trial, plus attorneys' fees (to the extent recoverable), costs, and prejudgment interest;
- B. In the alternative, enter a judgment against Defendants, pursuant to Section 113(f) of CERCLA, 42 U.S.C. §9613(f), that Defendants are strictly liable to Morton for Defendants' fair, equitable, and proportionate contribution for all response costs and damages that Morton has incurred and will incur in connection with the release and/or threatened release of hazardous substances at, onto, or from the Site and the Berry's Creek Area in an amount according to the proof at trial, plus attorneys' fees (to the extent recoverable), costs, and prejudgment interest;
- C. Enter a declaratory judgment against Defendants, pursuant to Sections 107 and 113(g) of CERCLA, 42 U.S.C. §9607, 9613(g), that Defendants are strictly liable, jointly and severally, to Morton for all response costs and damages that Morton has incurred and will incur in connection with the release and/or threatened release of hazardous substances at, onto, or from the Site and the Berry's Creek Area in an amount according to the proof at trial, plus attorneys' fees (to the extent recoverable), costs, and prejudgment interest;



- D. In the alternative, enter a declaratory judgment against Defendants, pursuant to Section 113(f) and (g) of CERCLA, 42 U.S.C. §9613(f), (g), that Defendants are strictly liable to Morton for Defendants' fair, equitable, and proportionate contribution for all response costs and damages that Morton has incurred and will incur in connection with the release and/or threatened release of hazardous substances at, onto, or from the Site and the Berry's Creek Area in an amount according to the proof at trial, plus attorneys' fees (to the extent recoverable), costs, and prejudgment interest;
- E. Enter an injunction against Defendants, pursuant to Section 7002(a)(1)(B) of RCRA, 42 U.S.C. §6972(a)(1)(B), ordering Defendants to undertake and/or pay for any and all investigations, studies, monitoring, response, removal, remedial and/or any other actions necessary and/or otherwise required to respond to, abate, remediate, and/or otherwise address any environmental contamination at the Site and/or Berry's Creek Area that may present an imminent and substantial endangerment to health or the environment, and ordering Defendants to pay all costs of litigation (including reasonable attorney and expert witness fees) and prejudgment interest;
- F. Enter a judgment against Defendants, pursuant to Section 58:10-23.11g(c) of the Spill Act, N.J.S.A. §58:10-23.11g(c), that Defendants are strictly liable, jointly and severally, to Morton for all costs and damages that Morton has incurred and will incur in connection with the cleanup and/or removal of hazardous substances at, onto, or from the Site and the Berry's Creek Area in an amount according to the proof at trial, plus attorneys' fees (to the extent recoverable), costs, and prejudgment interest;
- G. Enter a judgment against Defendants, pursuant to Section 58:10-23.11f of the Spill Act, N.J.S.A. §58:10-23.11f, that Defendants are liable to Morton for Defendants' fair, equitable, and proportionate contribution for all costs and damages that



Morton has incurred and will incur in connection with the cleanup and/or removal of hazardous substances at, onto, or from the Site and the Berry's Creek Area in an amount according to the proof at trial, plus attorneys' fees (to the extent recoverable), costs, and prejudgment interest;

- H. Enter a judgment against Defendants under federal and/or state common law that Defendants are liable to Morton in contribution for Defendants' fair, equitable, and proportionate share of all liability, response costs, and damages incurred and to be incurred in connection with any environmental contamination at the Site and the Berry's Creek Area; and
- I. Enter a judgment against Defendants for Morton's costs, attorneys' fees, and interest, and all such other and further relief as this Court may deem just and appropriate.

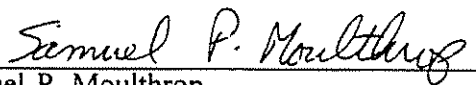
Respectfully submitted,

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Dated: December 31, 1996

  
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MORTON INTERNATIONAL, INC.,

Plaintiff,

vs.

A.E. STALEY MANUFACTURING CO.,  
et al.,

Defendants.

---

VELSICOL CHEMICAL CORPORATION,  
et al.,

Plaintiffs,

vs.

A.E. STALEY MANUFACTURING CO.,  
et al.,

Defendants.

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: UNITED STATES DISTRICT COURT  
: DISTRICT OF NEW JERSEY

: Civil Action NO. 96-3609(NHP)

: Hon. Nicholas H. Politan

: UNITED STATES DISTRICT COURT  
: DISTRICT OF NEW JERSEY

: Civil Action No. 96-3610(NHP)

: Hon. Nicholas H. Politan

: **CERTIFICATION CONCERNING**  
: **DAMAGES ALLOWED**

I, Samuel P. Moulthrop, do hereby certify:

1. I am an attorney-at-law licensed to practice law in the State of New Jersey and represent Plaintiff Morton International, Inc. ("Morton") in the above-referenced matter.

2. Pursuant to Local Rule 47, I hereby state that the damages recoverable by Morton in the above-referenced matter exceed the sum of \$100,000.00, exclusive of interest, costs and any claim for punitive damages.



I certify that the foregoing statements made by me are true and accurate and I am aware that I am subject to punishment if any of the statements made by me are knowingly false.

Samuel P. Moulthrop  
SAMUEL P. MOULTHROP

Dated: December 31, 1996



CERTIFICATION OF SERVICE

I hereby certify that the within Amended Complaint and Certification pursuant to Local Rule 47 of Plaintiff Morton International, Inc. was served by U.S. first-class mail, postage pre-paid to all Counsel of Record as shown on the attached Service List on December 31, 1996.

In addition, copies of the above-referenced documents were mailed via certified mail to Carol M. Browner at the Environmental Protection Agency, 401 M Street SW, Washington, DC 20460 and to the Attorney General of the United States Janet Reno at Department of Justice, 10th St. NW and Constitution Avenue, Washington, DC 20530.

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